

Thomas M. Kennedy
Susan M. Jennik
KENNEDY, JENNIK & MURRAY, P.C.
113 University Place, 7th Floor
New York, New York 10003
Tel: (212) 358-1500
Attorneys for IUE-CWA

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11
	:	
General Motors Corporation, <i>et al.</i>	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)

**SECOND AMENDED EVIDENCE AND WITNESS LIST FOR THE HEARING TO
CONSIDER DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 105, 363(b), (f), k, AND
(m), AND 365 AND FED. R. BANKR. P. 2002, 6004, AND 6006, TO (I) APPROVE (A) THE
SALE PURSUANT TO THE MASTER SALE AND PURCHASE AGREEMENT WITH
VEHICLE ACQUISITION HOLDINGS LLC, A U.S. TREASURY-SPONSORED
PURCHASER, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND
OTHER INTERESTS; B) THE ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (C) OTHER RELIEF**

TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE

The Objecting Unions: the IUE-CWA, United Steelworkers ("USW") and International Union of Operating Engineers ("IUOE"), hereby identify the following individuals as witnesses whom the Objecting Unions may call at the June 30, 2009 hearing on the Debtors' Asset Sale Motion (Docket No. 92)¹:

Witness List

1. James Clark
2. Debra Turner
3. David Hill

¹ The Objecting Unions reserve their rights to amend or supplement this list should the need present itself.

4. Dennis Bingham
5. Earl R. Williams
6. Joe Patrick
7. Betty Humphrey
8. John Humphrey

In addition, the Objecting Unions may use the following physical or documentary evidence at the June 30, 2009 hearing on the Debtors' Asset Sale Motion (Docket No. 92)²

Exhibit List

1. Declaration of James Clark in Support of Objection to Motion to Approve Sale and Exhibits Thereto (Docket No. 1953).
2. Declaration of Debra Turner in Opposition to Motion to Approve Sale Under 11 U.S.C. §363(b) (Docket No. 1956).
3. Declaration of Dennis Bingham and Exhibits Thereto (Docket No. 1948).
4. Declaration of David Hill in Opposition to Motion to Approve Sale Under 11 U.S.C. §363(b) (Attached in Amended Evidence and Witness List (Docket No. 2624, Ex. A.)
5. Declaration of Earl R. Williams in Opposition to Motion to Approve Sale Under 11 U.S.C. §363(b) (Docket No. 2624, Ex. B.)
6. Declaration of Joe Patrick in Opposition to Motion to Approve Sale Under 11 U.S.C. §363(b) (Docket No. 2624, Ex. C)
7. Declaration of Betty Humphrey in Opposition to Motion to Approve Sale Under 11§U.S.C. §363(b)
8. Declaration of John Humphrey in Opposition to Motion to Approve Sale Under 11§U.S.C. §363(b)
9. Transcript of Deposition of Michael Raleigh, June 28, 2009

² The Objecting Unions reserve their rights to amend or supplement this list should the need present itself.

- 9R1. Letter, Thomas Kennedy, June 19, 2009
- 9R2. Email, Gregory Lau, re: Splinter Unions with Non-UAW Active/Retiree Populations, U.S. Hourly Liabilities and Health Care Impact – Non IUE/IBEW Benefit Payments May 27, 2009
- 9R3. IUE and USW APBO as of December 31, 2008
- 9R4. IUE Agreement Summary, October 31, 2008
- 9R5. IUE Independent Trust VEBA, January 12, 2009
- 9R6. Email, Sandra Mariani, re: NASB Labor Deck – Latest Changes Forwarding on behalf of Diana Tremblay with NASB Labor Update, January 16, 2009
- 9R7. Talking Points—IUE-VEBA, Status of GM/IUE VEBA Agreement, January 29, 2009
- 9R8. Talking Points—IUE VEBA, Next Steps, January 29, 2009
- 9R9. IUE VEBA Update, February 2009
- 9R10. GM/IUE VEBA Restructuring Draft 3, May 6, 2009
- 9R11. Non-UAW OPEB & IUE VEBA Illustration, May 17, 2009
- 9R12. IUE OPEB Discussion
- 9R13. Splinter Union Review, Labor Call, May 26, 2009
- 9R14. Splinter Union Review, UST Update, May 28, 2009
- 9R15. Email, Kathleen S. Barclay, re: For you to send to Steve Rattner with Benefit Obligations and Retirement Program, May 30, 2009
9516. Review with U.S. Treasury, May 1, 2009
- 9R17. General Motors Contingency Planning 363 Analysis, May 7, 2009
- 9R18. Assets And Liabilities That May be Politically Sensitive
- 9R19. Cadwalader Memorandum re: Agenda for April 3, 2009 Meeting Between General Motors and the Auto Task Force, April 2, 2009

9R20. Cadwalader—Use of Section 363 to Expedite Restructuring of Distressed OEMs

9R21. GM Splinter Union and Divested Business Unit OPEB, Draft, May 9, 2009

9R22. Splinter Union Bargaining

9R23. Potential IUE Introductory Talk Sheet, May

9R24. IUE Proposal \$Millions

9R25. Email, Jean Rose, re: Splinters and Bargaining Strategy, June 3, 2009

9R26. Non-UAW Splinter Union OPEB

9R27. Splinter Unions/ Divested Units/ Delphi Acquisitions, Labor Call, June 3, 2009

9R28. Email, Jeffery Johnson, re: IUE Bargaining and Pension Plan, June 7, 2009

9R29. Talk Points—2/3rds

9R30. Email, Kathleen Barclay, re: Benefit Obligations, May 31, 2009

9R31. Splinter Union Management Call Notes by P.M. Crabill, Handwritten

9R32. Handwritten Notes re: Bankruptcy, Splinters, IUE, Delphi, Real Work,

Dalary/UST, June 3, 2009

9R33. Handwritten Notes re: Splinter Union Call, June 11, 2009

9R34. Newco-IUE-CWA term sheet, June 5, 2009

9R35. Proposal of IUE-CWA and United Steelworkers to General Motors

Corporation, June 17, 2009

9R36. Single Retiree—Non Medicare

9R37. General Motors Salaried Benefits, Benchmarking History, February 9,

2009

9R38. U.S. Hourly Labor Gap Toyota, May 16, 2009

9R39. Email Gary Lau, re: Draft Charts for Steve Rattner Discussion with KK Charts, Salaried Retirees, Benefit Obligations UST Rattner Discussions and KK-GRW, May 15, 2009

9R40. Email, Frederick Henderson, re: ECC Report with Final Resolution of Unfunded Liability, Benefit Obligations, June 4, 2009

9R41. Email, Sadiq Malik, re: DIP Follow-Up Call, May 16, 2009

9R42. Email, Preston Crabill, re HR Communications - Notification of Letters Sent to Delphi Hourly Retirees and Surviving Spouses to Communicate the Implementation of Certain Benefit changes Under the Terms of the Benefit Guarantee Agreement, January 22, 2009

9R43. Email, Preston Crabill, re: USWA Request for a Meeting, April 23, 2009

9R44. Email, Jean Rose, re: USWA Request for a Meeting, April 21, 2009

9R45. Email, Preston Crabill, re: Update on Meeting with USWA, May 4, 2009

9R46. Email, Preston Crabill, re: Pension Lump Sums for Splinter Unions, June 19, 2009

9R47. Email, Preston Crabill, re: Splinter Union Pension Recommendation, June 18, 2009

10. Transcript of Deposition of Fritz Henderson, June 28, 2009

10H1. Cadwalader, Memorandum re: Agenda for April 3, 2009 Meeting Between General Motors and the Auto Task Force, April 2, 2009

10H2. Cadwalader, Use of Section 363 to Expedite Restructuring of Distressed OEMs

10H3. Contingency Plan Update, April 15, 2009

10H4. Assets And Liabilities That May Be Politically Sensitive

10H5. Review with U.S. Treasury, May 1, 2009

10H6. General Motors, Contingency Planning 363 Analysis, May 7, 2009

10H7. Email, Kent Kresa, re: Splinter Unions, May 27, 2009

10H8. Email, Fredrick Henderson, re: follow up to our conversation last week
confidential May 11, 2009

10H9. U.S. Treasury Call, May 14, 2009

10H10. U.S. Treasury Update Splinter Unions, May 14, 2009

10H11. Email, Jean Rose, re: Timing Issues Update, May 5, 2009

10H12. Discussion Materials, May 19, 2009

10H13. GM/IUE Retiree Health & Life Insurance Proposal, May 27, 2009

10H14. Email, Frederick Henderson, re: ECC Report June 4, 2009

11. Transcript of Deposition of Harry Wilson, June 29, 2009

11W1. Declaration of Harry Wilson, June 25, 2009

11W2. Cadwalader, Memorandum re: Agenda for April 3, 2009 Meeting

Between General Motors and Auto Task Force

11W3. Cadwalader, Use of Section 363 to Expedite Restructuring of Distressed OEMs

11W4. Review with U.S. Treasury, May 1, 2009

11W5. Email, Joe DaMour, re: Potentially Sensitive Assets/ Liabilities, May 3, 2009

11W6. Non-UAW OPEB & IUE VEBA Illustration, May 2009

11W7. General Motors, Contingency Planning 363 Analysis, May 7, 2009

11W8. U.S. Treasury Update Splinter Unions, May 14, 2009

11W9. Email, Gregory Lau, re: Fw: Splinter Unions-With Supplemental Attachments, May 25, 2009

11W10. GM/IUE Retiree Health & Life Insurance Proposal, May 27, 2009,

Bates Numbers GMPR000415810-415818

11W11. GM/IUE Retiree Health & Life Insurance Proposal, May 27, 2009,
Bates Numbers GMPR000428912-428925

11W12. Email, Kent Kresa, re: FW: Benefits, May 30, 2009

11W13. Email, Frederick Henderson, re: Fw: ECC Report

12. IUOE

12R48. Newco-IUEOU Term Sheet, June, 2009

12R49. Information Request to General Motors from IUOE Local 18S, 832S,
101S, June 12, 2009

12R50. Exhibit E, Form of UAW Retiree Notice

12R51. Non-UAW OPEB Splinter Union Settlement, May 2009

Dated: June 29, 2009
New York, NY

Respectfully submitted,

KENNEDY, JENNIK & MURRAY, P.C.
Attorneys for IUE-CWA

By: /s/ Susan M. Jennik

Thomas M. Kennedy
Susan M. Jennik
113 University Place, 7th Floor
New York, New York 10003
(212) 358-1500